

OCT 19 '06

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ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N.W.  
SUITE 301  
WASHINGTON, D.C.

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

20036

OF COUNSEL  
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October 19, 2006

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment and Assumption Agreement, dated as of October 19, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement previously filed with the Board under Recordation Number 26559.

The names and addresses of the parties to the enclosed document are:

Assignor: Trinity North American Freight Car, Inc.,  
(as assignee of Trinity Industries Leasing  
Company)  
2525 Stemmons Freeway  
Dallas, Texas 75207

Assignee: TLP Rail Trust I  
Wilmington Trust Company, not in its individual  
capacity but solely as Trustee  
Rodney Square North  
1100 North Market Street  
Wilmington, Delaware 19890

Mr. Vernon A. Williams  
October 19, 2006  
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A description of the railroad equipment covered by the enclosed document is:

78 railcars within the series TILX 32476 – TILX 32579 as more particularly set forth in the attachment to the document.

A short summary of the document to appear in the index is:

Memorandum of Assignment and Assumption Agreement.

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Robert W. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/sem  
Enclosures

OCT 19 '06

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SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT**

Memorandum of Assignment and Assumption Agreement made and entered into on October 19, 2006 by and between Trinity North American Freight Car, Inc., a Delaware corporation (as assignee of Trinity Industries Leasing Company) (the "Assignor") and TLP Rail Trust I, a Delaware statutory trust (the "Assignee").

**WITNESSETH:**

The undersigned have entered into that certain Assignment and Assumption Agreement (the "Assignment"), dated as of October 19, 2006, whereby the Assignor has agreed to assign to the Assignee and the Assignee has agreed to accept assignment from the Assignor of those certain railroad car leases as listed on Exhibit A attached hereto.

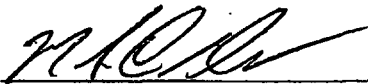
This Memo may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute the same instrument.

[Memorandum of Assignment and Assumption Agreement]

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

**TLP RAIL TRUST I**

By: Wilmington Trust Company, not in its individual capacity but solely as Trustee

By: 

Name: Mark Cowchok  
Title: Relationship Manager  
Authorized Signer

**TRINITY NORTH AMERICAN  
FREIGHT CAR, INC.**

By: \_\_\_\_\_

Name: Martin Graham  
Title: President

Executed on this 17<sup>th</sup> day of October, 2006

Executed on this \_\_\_\_ day of October, 2006

[Memorandum of Assignment and Assumption Agreement]

STATE OF DELAWARE     )  
                                  ) SS:  
COUNTY OF NEW CASTLE )

On this, the 17<sup>th</sup> day of October 2006, before a Notary Public in and for said County and State, personally appeared Mark C. Cowchok, who being by me duly sworn, says that (s)he is the Adm. Account Manager of TLP Rail Trust I, by Wilmington Trust Company, not in its individual capacity but solely as Trustee, that said instrument was signed on October 17<sup>th</sup>, 2006 on behalf of said entity by authority of its management or other governing body, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said entity.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Kimberly E. Faulhaber  
Name: \_\_\_\_\_  
Notary Public     KIMBERLY ELIZABETH FAULHABER  
                                  Notary Public - State of Delaware  
                                  My Comm. Expires April 9, 2007  
My Commission Expires:  
Residing in \_\_\_\_\_

[Memorandum of Assignment and Assumption Agreement]

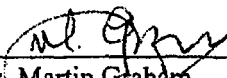
IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

**TLP RAIL TRUST I**

By: Wilmington Trust Company, not in its individual capacity but solely as Trustee

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

**TRINITY NORTH AMERICAN  
FREIGHT CAR, INC.**

By:  \_\_\_\_\_  
Name: Martin Graham  
Title: President

Executed on this \_\_\_\_ day of October, 2006

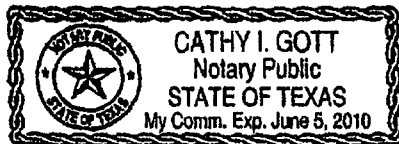
Executed on this 17<sup>th</sup> day of October, 2006

[Memorandum of Assignment and Assumption Agreement]

STATE OF TEXAS            )  
                                  ) SS:  
COUNTY OF DALLAS        )

On this, the 11<sup>th</sup> day of October 2006, before a Notary Public in and for said County and State, personally appeared Martin Graham, who being by me duly sworn, says that he is the President of Trinity North American Freight Car, Inc., that said instrument was signed on October 11<sup>th</sup> 2006 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Cathy I. Gott  
Name:  
Notary Public

My Commission Expires: 6-5-2010  
Residing in Dallas Co.

[Memorandum of Assignment and Assumption Agreement]

**EXHIBIT A**

Fifteen (15) units identified with marks TILX 5988 – 6002 leased pursuant to Rider Four (4) to that certain Railroad Car Lease Agreement dated December 4, 2002 between Trinity North American Freight Car, Inc. (as assignee of Trinity Industries Leasing Company) and Bunge North America, Inc.

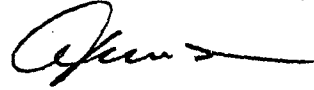
Seventy-eight (78) units identified with marks TILX 32476 – 32478, TILX 32480 – 32488, TILX 32490 – 32492, TILX 32494 – 32500, TILX 32503 – TILX 32506, TILX 32509, TILX 32523, TILX 32524, TILX 32530, TILX 32531 and TILX 32533 - 32579 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement dated August 1, 2006 between Trinity North American Freight Car, Inc. (as assignee of Trinity Industries Leasing Company) and Frac Tech Services, LLC.



**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 10/19/06



\_\_\_\_\_  
Robert W. Alvord